

## **IN THE CLAIMS**

This listing of claims will replace all prior versions, and listings, of claims in the application:

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37. (Canceled)

38. (Previously presented) A system for controlling fluid flow from a wellbore, comprising:

a valve assembly having:

a valve member defining a plurality of fluid inlet orifices;

a sleeve moveable to permit and prevent flow of fluid through selected ones of the plurality of fluid inlet orifices; and

a sliding seal positioned to form a seal with the sleeve;

a drive mechanism operable to move the sleeve to a plurality of positions relative to the valve, each position being predetermined so the sliding seal does not overlap any of the plurality of fluid inlet orifices; and

tubing fluidically coupled to the valve assembly for conveying fluid to a surface location.

39. (Original) The system as recited in claim 38, comprising a protective insert disposed within a fluid inlet orifice.

40. (Previously presented) The system as recited in claim 38, further comprising a sealing member disposed between the valve member and the sleeve, wherein the plurality of fluid inlet orifices are spaced axially along the valve member.

41. (Original) The system as recited in claim 38, wherein the valve assembly is configured to form a seal generally at a midpoint between adjacent fluid inlet orifices.

42. (Original) The system as recited in claim 41, wherein the adjacent fluid inlet orifices are spaced axially to minimize flow damage to the seal.

43. (Original) The system as recited in claim 38, wherein the drive mechanism is controlled by hydraulic pressure.

44. (Original) The system as recited in claim 38, wherein each fluid inlet orifice is generally circular.

45. (Original) The system as recited in claim 39, wherein a protective insert is configured with a material having a hardness of at least 1,200 knoops.

46. (Original) The system as recited in claim 39, wherein a protective insert comprises tungsten carbide.

47. (Original) The system as recited in claim 39, wherein a fluid inlet orifice is configured with a layer of material having a hardness of 1,200 knoops.

48. (Original) The system as recited in claim 39, wherein a fluid inlet orifice is configured with a layer of tungsten carbide.

49. (Canceled)

50. (Canceled)

51. (Canceled)

52. (Canceled)

53. (Canceled)

54. (New) A system for controlling fluid flow in a wellbore, comprising:

a valve assembly deployed in a downhole completion to control fluid flow therethrough, the valve assembly having a first member with a plurality of orifices, a second member positionable relative to the plurality of orifices, and a sliding seal positioned between the first member and a second member; and

a drive mechanism able to selectively cause relative movement between the first member and the second member to create a plurality of flow positions by exposing selected orifices to fluid flow therethrough, wherein the drive mechanism ensures the sliding seal is prevented from overlapping an orifice at any of the plurality of flow positions.

55. (New) The system as recited in claim 54, wherein the sliding seal is mounted on the first member.

56. (New) The system as recited in claim 54, wherein at least one of the first member and the second member is a sliding sleeve.

57. (New) The system as recited in claim 54, wherein the plurality of orifices have a plurality of unique flow areas relative to one another.

58. (New) The system as recited in claim 54, wherein a combined flow area of the plurality of orifices is at least as large as a main flow area of the valve assembly.

59. (New) The system as recited in claim 54, wherein the plurality of orifices is oriented generally perpendicularly to the direction of a main flow through the downhole completion.

60. (New) The system as recited in claim 54, further comprising a tubing connected to the valve assembly for conveying a produced fluid to a surface location.

61. (New) The system as recited in claim 54, further comprising a plurality of protective inserts deployed in the plurality of orifices.

62. (New) A system for controlling fluid flow in a wellbore, comprising:

a downhole completion having a valve assembly with a pair of sliding members and a seal disposed therebetween, at least one of the pair having a plurality of orifices oriented laterally to enable fluid flow between the wellbore and an interior of the valve assembly, the downhole completion further having a mechanism to move the pair to selected positions that enable flow through different numbers of orifices without the seal overlapping any orifices at the selected positions.

63. (New) The system as recited in claim 62, further comprising a plurality of protective inserts disposed in the plurality of orifices.

64. (New) The system as recited in claim 62, wherein the plurality of orifices have differing sizes.

65. (New) The system as recited in claim 63, wherein each of the plurality of protective inserts is configured with a material having a hardness of at least 1,200 knoops.

66. (New) The system as recited in claim 62, wherein the mechanism is controlled by hydraulic pressure.

67. (New) The system as recited in claim 62, wherein the mechanism comprises a ratcheting mechanism.

68. (New) The system as recited in claim 62, wherein the mechanism comprises a submersible electric motor.

69. (New) The system as recited in claim 62, wherein the mechanism comprises a submersible pump driven by a submersible motor to provide hydraulic inputs to move the pair.